



Peel-Harvey Catchment Council

Incorporated

# Constitution and Rules

*(Amended Effective 9 May 2024)*

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## **1 Title**

- 1.1 The name of the association is Peel-Harvey Catchment Council Incorporated or (Inc).

## **2 Definitions**

- 2.1 In these rules, unless the contrary intention appears –

“Catchment” means the surface water drainage basin discharging into the Peel-Harvey estuary.

“Council” means Peel-Harvey Catchment Council (Inc).

“Association” means Peel-Harvey Catchment Council (Inc).

“Government Agencies” or “Agency” or “Government-owned Enterprise” means any public sector organization at local, state or federal level that has statutory responsibilities for agriculture, environment, water or planning that may affect the natural resource management of the Catchment. This includes the Peel Development Commission.

“Community Organisation” means any duly constituted group within the catchment that are not-for-profit and whose objectives are compatible with PHCC.

“Bank” means any authorised deposit-taking institution supervised and licenced by the Australian Prudential Regulatory Authority

“the Act” means the Associations Incorporation Act 2015.

“A Member” means a Community Member, Agency/Government-Owned Enterprise Member or Local Government Member.

“CEO” is the Chief Executive Officer of the Peel-Harvey Catchment Council (Inc.)

“Selection Process” for Community Members means the advertising in the regional public media, written application, recommendation and ratification by Council.

## **3 Objectives**

The objectives of the Peel-Harvey Catchment Council (Inc.) are to:

- 3.1 Inform, inspire and involve people in sustainable natural resource management (NRM) within the catchment.
- 3.2 Provide strategic direction for NRM within the catchment by facilitating an integrated NRM planning process, encouraging the implementation of the integrated NRM Plan, and monitoring and evaluating the Plan, the planning process and the outcomes of the Plan.
- 3.3 Provide leadership on NRM matters within the catchment and facilitate partnerships with the State and Commonwealth Governments to promote the sharing of responsibility for NRM with all levels of government.
- 3.4 Actively seek and promote support for the integrated NRM planning process and the integrated NRM Plan at all levels of government, community and industry.

- 3.5 Identify and seek resource opportunities for environmental improvement of the catchment and for organisations who undertake this role.
- 3.6 Coordinate the efficient allocation of resources for NRM across the catchment and assist agencies to target their actions to be compatible with catchment priorities.
- 3.7 Encourage institutional reform to achieve sustainable outcomes.
- 3.8 Support communication and information sharing to improve the co-ordination of NRM activities within the catchment.
- 3.9 Actively assist with implementation of any relevant regional NRM strategy.

#### **4 Income and Profit**

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of those objects or expenses incurred on behalf of the Association.

#### **5 Powers**

Subject to any resolution passed at a general meeting of the Association, the Council shall have the following powers:

- 5.1 To purchase, lease or take, build or otherwise acquire and maintain, improve or alter any building or other real property or personal property.
- 5.2 To sell, exchange, lease, mortgage, hire, dispose of, or turn to account or otherwise deal with all or any of the real and personal property of the Association.
- 5.3 To borrow, raise or secure payment of money in any manner whatsoever together with the power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property, real or personal, either present or future, of the Association and to redeem or pay off any existing or future security.
- 5.4 To open and operate bank accounts.
- 5.5 To conduct appeals for funds, to accept subsidies or donations, whether from real or personal states.
- 5.6 To apply or tender for grants and other funding.
- 5.7 To invest and deal with monies of the Association not immediately required for the purposes of the Association in a manner which is beneficial to the Association.
- 5.8 To hold property in any trust on such terms as the Association shall from time to time decide.
- 5.9 To appoint, employ and pay officers, agents and servants and suspend and/or dismiss any officer, agent or servant.

- 5.10 To enter into contracts and agreements with any person, firm, corporation or any organisation, or to join and co-operate with any person, firm, corporation or any other organisation in any act, matter or thing which may be conducive to the attainment or performance of any activity or venture within the objects of the Association.
- 5.11 To form committees to which specific powers are delegated. Such committees may contain members, advisors or employees of the association provided that a member of the Association shall be the Chair. The Association may cancel the appointment of committees so formed at any time.
- 5.12 To delegate power.

## **6 Membership**

Membership shall be comprised of the following categories:

- Community Members (4 Year term)
- Agency Members (indefinite term)
- Local Government Members (2 Year term)

### **6.1 Community Membership**

- 6.1.1 Through the selection process not less than 7, nor more than 10, Community members will be appointed for a 4 year term with appointments timed so half the Community Members are required to resign in pre-determined two year cycles that coincide with the Annual Meeting.
- 6.1.2 All Community Members may seek re-nomination at the expiry of each 4 year term through the normal selection process.
- 6.1.3 Selection process criteria of Community Members shall consider nominations from applicants with any or all of the following skills/experience and meet the objectives of a diverse/balanced Council:
- Knowledge, interest and understanding of the ecological principles of natural resource management.
  - Experience and expertise in sustainable natural resource management practice.
  - Knowledge of social, economic, environmental and indigenous issues in the Peel-Harvey Catchment.
  - Experience in legislative programs or environmental policy framing.
  - Ability to communicate and use community networks effectively.
  - Ability to analyse and work strategically across a wide range of complex integrated issues.
  - Knowledge and experience in financial management.

- 6.1.4 A selection committee chosen by the Council comprising of three representatives will review nominations and make a recommendation for Membership to the Council for their consideration and ratification.
- 6.1.5 If vacancies occur or for any reason there are insufficient Community members, Council may co-opt a member from the community. A member, so co-opted, shall remain a member until the vacancy is filled through the next biennial selection process.
- 6.1.6 Members shall not be subject to subscription fees.
- 6.1.7 A Community Member shall cease to be a member if that member –
- Is absent for three consecutive meetings without obtaining leave of absence;
  - Resigns;
  - Is declared bankrupt;
  - Is/or becomes a permanent employee of the Council;
  - Is convicted of any criminal offence;
  - Does any such thing that in the opinion of 75% of Council members is detrimental to the Association;
  - Fails to comply with any provisions of this constitution;
  - Reaches the expiry of the 4 year term.
- 6.1.8 The Council may extend the appointment of a community member by up to two years to ensure that an equal number of community members are selected every two years.
- 6.1.9 Prior to attending their first meeting and/or the first meeting of the Council in every financial year, each member shall provide to the CEO a written statement that the member is not in breach of any obligations set out in clause 6.1.7 and an undertaking to notify the CEO, in writing, immediately upon any circumstances which would have the effect of altering that declaration.

## 6.2 Agency/Government Enterprise Membership

- 6.2.1 Any agency or Government-Owned Enterprise with statutory Natural Resource Management responsibilities shall be invited to nominate a representative for membership on council.
- 6.2.2 Agency membership shall be confirmed at each annual general meeting for an indefinite term.

## 6.3 Local Government Membership

Local Governments (LGA) fully or substantially located within the catchment shall be invited to nominate representatives for membership for a two year term on Council. Two Local Government representatives and two deputies shall be appointed. Where possible there shall be one representative from the coastal LGAs and one representative from the inland LGAs of the catchment.

#### 6.4 Casual vacancies

6.4.1 The Council may fill a casual vacancy of a community member through a direct appointment. The term of appointment will be for the remaining period of the vacancy.

6.4.2 Casual vacancies from local government or Agency/Government Enterprise members shall be filled through a request to the relevant agency to nominate an alternative candidate who shall serve for the remainder of the vacancy.

#### 6.5 Payments to members

6.5.1 The Council may approve payment to any member in respect of that member's expenses incurred in carrying out a function on behalf of the Council.

### **7 Management Committee**

7.1 The affairs of the Association shall be managed by the Council which shall act as the management committee.

7.2 The Council may delegate, by resolution, to one or more sub-committees (consisting of such member or members of the association, or persons, as the Council thinks fit) the exercise of such functions of the Council as are specified in the delegation other than -

7.2.1 the power of delegation; and

7.2.2 a function which is a duty imposed on the Council by the Act or any other law.

7.3 Any delegation under sub-rule (7.2) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Council may continue to exercise any function delegated.

7.4 The Council may, by resolution, revoke wholly or in part any delegation under sub-rule (7.2).

7.5 Office bearers will consist of:

- Chairman
- Deputy Chairman
- Secretary
- Treasurer

and shall be elected at the Annual General Meeting of the Association or, if a casual vacancy occurs within 3 months of the annual general meeting, Council may appoint a replacement, otherwise an election to fill the vacancy shall take place at the next meeting.

### **8 General Meetings**

8.1 There shall be a minimum of 6 meetings of the Council annually set yearly in advance by Council.

8.2 The date of the following meeting may be reviewed at any meeting in progress.

- 8.3 The Secretary must provide members not less than 7 days' notice of a general meeting. That notice shall include:
- 8.3.1 The date, time and venue of the meeting; and
  - 8.3.2 The intended particulars and order in which business is to be transacted (i.e. the agenda).
  - 8.3.3 Any notice of motion which a member wishes to put forward.
  - 8.3.4 The secretary shall provide this notice by electronic mail, by post, or in person to the address or contact details included in the register of members and shall take that notice as being received unless indication to the contrary is provided.
- 8.4 The matters to be considered at a general meeting of the Association or the order in which these matters are to be considered can be altered at any stage by the Chairman with the agreement of the majority of the members present.

## **9 Annual General Meeting**

- 9.1 The Annual Meeting shall be held in October of each year. The Council may determine an alternative Annual Meeting date, in accordance with the Associations Incorporated Regulations 2016.
- 9.2 The date, time and venue of the Annual Meeting shall be confirmed at the last General Meeting prior to the Annual Meeting.
- 9.3 The Secretary must provide members not less than 7 days' notice of the Annual Meeting. That notice shall include:
- 9.3.1 The date, time and venue of the meeting; and
  - 9.3.2 The particulars and intended order in which business is to be transacted. .
- 9.4 The secretary shall provide this notice by electronic mail, by post, or in person to the address or contact details included in the register of members and shall take that notice as being received unless indication to the contrary is provided.
- 9.5 The business of the Annual Meeting shall be –
- 9.5.1 To receive and adopt the chairman's report
  - 9.5.2 Presentation of financial statements
  - 9.5.3 Appointment of Community Members
  - 9.5.4 Review of agency/Government-owned Enterprise members.
  - 9.5.5 Election of office bearers.
  - 9.5.6 Appointment of an auditor for the forthcoming year
  - 9.5.7 Special business about which advice was included in the notice of the meeting
  - 9.5.8 Other business usually conducted at an ordinary meeting.



## **10 Special General Meetings**

- 10.1 Special General Meetings of the Council may be called by at least five members giving a request to the CEO indicating the matter to be decided.
- 10.2 The CEO shall arrange for a Special General Meeting to be held within thirty (30) days of receipt of the request by giving appropriate notice to members as prescribed in Rule 11.
- 10.3 The other provisions of this Rule relating to AGMs shall be applied with suitable modification to the Special General Meeting, provided that no matter other than that described in the request may be dealt with.

## **11 Voting**

- 11.1 Each member attending is entitled to one vote.
- 11.2 The chairman is entitled to a deliberative and a casting vote.
- 11.3 A member (in this rule called "the appointing member") may appoint in writing another current member of the Council to be the proxy of the appointing member and to vote on behalf of the appointing member at any general or annual meeting.

## **12 Quorum and Meeting Conduct**

- 12.1 All members may attend general meetings.
- 12.2 A quorum for any meeting shall be 50% of members plus 1.
- 12.3 If, within 30 minutes after the appointed time of commencement of the meeting, a quorum is not present, the meeting stands adjourned. The CEO will notify members of a new date and time for the meeting.
- 12.4 Board decisions of an urgent nature, or where a decision is required before the next available meeting, may be made by circular either as hard copy or using digital media.
- 12.5 At a general meeting:
  - 12.5.1 an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (11); and
  - 12.5.2 a special resolution put to the vote will be decided in accordance with section 30 of the Associations Incorporation Act 2015 and, if a poll is demanded, in accordance with sub-rules (12.5.4) and (12.5.5).
  - 12.5.3 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (12.5.4).
  - 12.5.4 At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in

such manner as the Chairperson directs.

12.5.5 If a poll is demanded and taken under sub-rule (12.5.4) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

12.5.6 A poll demanded under sub-rule (12.5.4) must be taken immediately on that demand being made.

### **13 Minutes of Meetings of the Association**

13.1 The Secretary must ensure proper minutes of all annual meetings, general meetings and sub-committee meetings are recorded.

13.2 The Chairperson must ensure that the minutes taken of an annual, special or general meeting or sub-committee meeting under sub-rule (13.1) are checked and signed as correct by the Chairperson of the meeting to which those minutes relate or by the Chairperson of the next succeeding corresponding meeting.

13.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

13.3.1 the meeting to which they relate was duly convened and held; and

13.3.2 all proceedings recorded as having taken place at the meeting did in fact take place at the meeting.

### **14 Constitution and Rules**

14.1 The Association may alter, rescind or add to these rules providing every member is notified in writing at least one month in advance of the meeting at which any change is to be debated.

14.2 Any change to the rules of the Association must be passed by a majority of at least 75% of members.

14.3 Copies of the Rules shall be available to members upon joining the Organisation, and on subsequent occasions upon application to the CEO.

14.4 In accordance with the Act and subject to the approval by a Special Resolution of the members of the Organisation these Rules may be altered (including an alteration to its name) or be rescinded and replaced by substitute rules.

14.5 The notice specifying the intention to propose a Special Resolution to alter, add to or amend the Rules shall include the precise amendment, addition or alteration sought and a brief statement setting out the reason for seeking the amendment, addition or alteration.

### **15 Membership Register**

The CEO shall keep and maintain an up-to-date register of members of the Council which contains the name and postal or residential address of the members.

## **16 Common Seal of the Association**

- 16.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 16.2 The common seal of the Association shall not be used without the express authority of Council and every use of the common seal shall be recorded in the minutes.
- 16.3 The affixing of the common seal of the Association shall be witnessed by any two of the chairman, the deputy chairman, the secretary and the treasurer.
- 16.4 The common seal of the Association shall be kept in the custody of the secretary or such other person as the Council from time to time decides.

## **17 Inspection of Records**

A member may at any reasonable time inspect without charge, the books, documents, records and securities of the Association and that member may make a copy or take an extract from the record but shall have no right to remove the record.

## **18 Keeping of Accounts**

The CEO shall:

- 18.1 Be responsible for the receipt of all monies paid to or received by the Council and shall issue receipts for those monies in the name of the Council.
- 18.2 Pay all monies referred to in the preceding sub-clause into such account or accounts of the Council.
- 18.3 Make payments from the funds of the Council and in doing so ensure that all payments are authorized in accordance with guidelines issued from time to time by the Council.
- 18.4 Have custody of all securities, books and documents of a financial nature and accounting records of the Council.
- 18.5 Present financial statements to the auditor in sufficient time to meet AGM requirements.

## **19 Financial Year**

The financial year shall be from 1 July in any year to 30 June of the following year.

## **20 Protection of Council Members**

- 20.1 To the fullest extent permissible under the Act or any other law a person who is a Council member is indemnified by the Council for anything that the person has, in good faith, done in the performance or purported performance of a function under this Constitution.
- 20.2 The Council may arrange such insurance cover as is necessary to protect its members.

**21 Winding up of the Association**

If upon the winding up or dissolution of the Organisation there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

**22 Dispute Resolution and Mediation**

Division 3 and 4 of the Model Rules in the Associations Incorporated Regulations 2016 is incorporated in this Constitution as if set out herein in full.

**I HEREBY CERTIFY** the forgoing to be a true and correct copy of the Rules of Peel-Harvey Catchment Council (Inc.)

Signed

*Patricia Creaney* ..... *PATRICIA CREEVEY* ..... *13<sup>th</sup> June 2024*  
Chairman Name Date

*PBL* ..... *Peter ZURZOLO* ..... *13 JUNE 2024*  
Deputy Chairman Name Date